

Pro Tem Partners, Inc.,

vs.

Semico Research, Corp. Inc.,

Removal To US District Court

**Commonwealth of Massachusetts  
SUPERIOR COURT DEPARTMENT  
THE TRIAL COURT  
CAMBRIDGE**

MICV2005-

I, Ann M. Cherubino, Deputy Assistant Clerk of the Superior Court, within and for said County of Middlesex, do certify that the annexed papers are true copies made by photographic process of pleadings entered in the Superior Court on the first Day of August in the year of our Lord, Two Thousand Five

In testimony whereof, I hereunto set my hand and affix the seal of said Superior Court, at Cambridge, in said County, this ninth Day of September in the year of our Lord, Two Thousand Five

  
Deputy Assistant Clerk



UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS

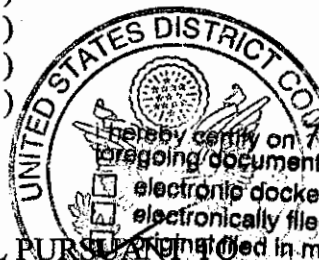
05 - 11822 RCL

PRO TEM PARTNERS, INC.,  
Plaintiff

V.

SEMICO RESEARCH CORPORATION, INC.  
Defendant

Civil Action No. \_\_\_\_\_



NOTICE OF REMOVAL PURSUANT TO  
TITLE 28 USC, §§1332 AND 1446

I hereby certify on 9/7/05 that the  
foregoing document is true and correct copy of the  
electronic docket in the captioned case  
electronically filed original filed on 9/7/05  
Sarah A. Thornton  
Clerk, U.S. District Court  
District of Massachusetts  
By: [Signature]  
Deputy Clerk

TO THE HONORABLE JUSTICES  
OF THE UNITED STATES DISTRICT  
COURT FOR THE DISTRICT OF MASSACHUSETTS:

Petitioner, Semico Research Corp. (hereinafter "Semico") respectfully represents that this matter should be removed on the basis of Diversity Jurisdiction pursuant to Title 28 USC, §1332(a)(1) and 28 USC §1446:

1. Plaintiff Pro Tem Partners, Inc. (hereinafter "Pro Tem") commenced this action in the Superior Court Department of the Commonwealth of Massachusetts for Middlesex County, against defendant Semico by filing in that Court, a Complaint, Pro Tem's initial pleading, setting forth the claim for relief on which the action is based. Copies of the Civil Action Cover Sheet, Complaint, Tracking Order and Docket Sheet are filed herewith pursuant to Title 28 USC, §1446(b).

2. Semico was served with the summons and a copy of the complaint on August 23, 2005. (Dkt # 2). This petition is filed in this Court within 30 days after the receipt by Semico of

a copy of the initial pleading setting forth the claim for relief upon which the action is based therefore the time for filing this petition under Title 28 USC §1446(b) has not yet expired.

3. Plaintiff Pro Tem is a corporation organized under the laws of the Commonwealth of Massachusetts with its principal place of business being in Weston, Massachusetts. (Complaint ¶ 1). Defendant Semico is a corporation organized under the laws of the State of Arizona with a principal place of business in Phoenix, Arizona. (Complaint ¶ 2).

4. According to the Civil Action Cover Sheet filed by Pro Tem in Middlesex Superior Court, Pro Tem alleges it has suffered lost future profits of approximately \$885,000.

5. The requirements of federal diversity jurisdiction pursuant to Title 28 USC §1332(a)(1) are satisfied, because the parties are citizens of different States and the amount at issue exceeds the \$75,000 jurisdictional amount, exclusive of interest and costs.

6. A true and correct copy of this Notice of Removal will be filed with the Clerk of the Superior Court Department, Middlesex County, Commonwealth of Massachusetts as provided by Title 28 USC §1446(d).

WHEREFORE, the defendant Semico Research Corp. prays that it may effect the removal of this action from the Middlesex Superior Court, Commonwealth of Massachusetts, to this Court, pursuant to USC 28, §§1332(a)(1) and 1446.

By its attorneys,



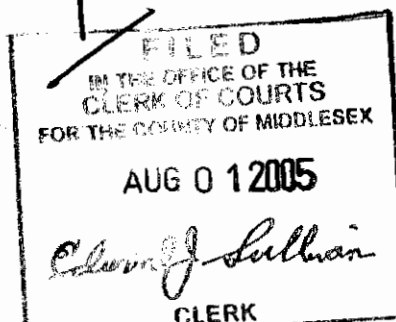
Joseph F. Ryan BBO# 435720  
Lyne Woodworth & Evarts LLP  
600 Atlantic Avenue  
Boston, MA 02210  
Telephone 617/523-6655 - Telecopy 617/248-9877  
E-mail: [Jryan@LWELaw.com](mailto:Jryan@LWELaw.com)

## COMMONWEALTH OF MASSACHUSETTS

MIDDLESEX, ss.

SUPERIOR COURT DEPARTMENT  
CIVIL ACTION NO.PRO TEM PARTNERS, INC.,  
Plaintiff,

v.

SEMICO RESEARCH  
CORPORATION, INC.,  
Defendants.

05-2646

1. Plaintiff Pro Tem Partners, Inc. ("Pro Tem") is a corporation duly organized under the laws of Massachusetts with a principal place of business in Weston, County of Middlesex, Massachusetts.

9296E000008/01/05CIVIL 240.0  
9296E000008/01/05SUR CHARGE 15.0  
9296E000008/01/05SUMMONS 5.0  
9296E000008/01/05SECC 20.0

2. Defendant Semico Research Corporation, Inc. ("Semico") is a corporation duly organized under the laws of Arizona with a principal place of business in Phoenix, Arizona.

**BACKGROUND**

3. Both Semico and Pro Tem are engaged in the business of marketing analytical and consulting services to the semiconductor industry and affiliated industries.

4. On March 17, 2004, Semico and Pro Tem entered into a Sales Representative Agreement, ("Agreement") pursuant to which Pro Tem was appointed exclusive Sales Representative of Semico as to certain listed companies, wherever located, and as to all companies within a certain geographical region extending from South Carolina northerly through Virginia, the mid-Atlantic States, New England, Ontario, Quebec and New Brunswick.

5. In or about January, 2005, Semico began, among other things, to unreasonably restrict Pro Tem's sales efforts, to engage in a harassment campaign to unreasonably burden the Agreement, and to unreasonably delay reimbursement for travel expenses.

6. Such activities constituted breaches of the Agreement.

7. By letter dated July 20, 2005, Semico purported to terminate the Agreement.

**COUNT I**  
**BREACH OF CONTRACT**

8. Plaintiff repeats and incorporates by reference to the allegations set forth in paragraphs 1-7 as though the same were fully and completely set forth herein.

9. Semico breached the Agreement with Pro Tem by restricting Pro Tem's ability to carry out the Agreement as set forth above at paragraph 5, and by terminating the Agreement in violation of the terms of the Agreement.

10. Pro Tem has been damaged by Semico's breach in the loss of commissions to which Pro Tem is entitled under the Agreement.

**COUNT II**  
**M.G.L. c. 93A**

11. Plaintiff repeats and incorporates by reference the allegations set forth in paragraphs 1-10 as though the same were fully and completely set forth herein.

12. The sole owner, Officer and Director of Pro Tem, Jan-Charles Fine, is a minority (30%) shareholder of Semico.

13. Since late 2004, Semico has attempted to force Mr. Fine to sell his interest in Semico, which Mr. Fine refused to sell. In addition, Semico has requested that Pro Tem voluntarily terminate the Agreement or reduce the commissions to which Pro Tem is entitled under the Agreement. Pro Tem has refused these requests.

14. Since that time Semico has engaged in a series of activities set forth above including terminating the Agreement, intended and designed to force Mr. Fine to sell his ownership interest in Semico and to force Pro Tem to waive or compromise its rights under the Agreement.

15. Such course of conduct constitutes unfair and deceptive practices in violation of M.G.L. c. 93A.

16. Semico's conduct as described above constitutes knowing and willful violations of M.G.L. c. 93A.

17. Plaintiff has been damaged by such violations in the loss of commissions to which Pro Term is entitled under the Agreement.

WHEREFORE, Plaintiff demands that Judgment enter in its behalf plus triple damages, interest, costs and attorney's fees, and such other relief as the Court deems proper.


**JURY DEMAND**

Plaintiff demands a Jury Trial on all issues so triable.

Respectfully submitted,

PRO TEM PARTNERS, INC.,

By their attorneys,

  
\_\_\_\_\_  
J. Allen Holland, BBO# 546892  
Anne Hoffman, BBO# 236880  
Lynch, Brewer, Hoffman & Fink, LLP  
101 Federal Street, 22<sup>nd</sup> Floor  
Boston, MA 02110  
(617) 951-0800

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TO PLAINTIFF'S ATTORNEY: PLEASE CIRCLE TYPE OF ACTION INVOLVED: —  
 TORT — MOTOR VEHICLE TORT — CONTRACT —  
 EQUITABLE RELIEF — OTHER

## COMMONWEALTH OF MASSACHUSETTS

MIDDLESEX, ss  
 [seal]

SUPERIOR COURT  
 DEPARTMENT  
 OF THE  
 TRIAL COURT  
 CIVIL ACTION

No.

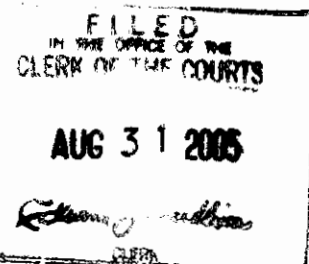
Pro Tem Partners, Inc., Plaintiff(s)

05-2646

v.

Semico Research Corporation, Inc., Defendant(s)

## SUMMONS



To the above-named Defendant:

You are hereby summoned and required to serve upon J. Allen Holland, Jr., Esq.,  
 plaintiff's attorney, whose address is Lynch, Brewer, Hoffman & Fink, I  
 101 Federal Street, Boston, MA 02110, an answer to the complaint which is herewith  
 served upon you, within 20 days after service of this summons upon you, exclusive of the day of service. If you  
 fail to do so, judgment by default will be taken against you for the relief demanded in the complaint. You are also  
 required to file your answer to the complaint in the office of the Clerk of this court at  
 Cambridge either before service upon plaintiff's attorney or within a  
 reasonable time thereafter.

Unless otherwise provided by Rule 13(a), your answer must state as a counterclaim any claim which you may  
 have against the plaintiff which arises out of the transaction or occurrence that is the subject matter of the plaintiff's  
 claim or you will thereafter be barred from making such claim in any other action.

Witness, Barbara J. Rouse, Esquire, at Cambridge  
 the 1st day of August  
 in the year of our Lord two thousand and five

*Edward J. Sullivan*  
 Clerk

## NOTES.

1. This summons is issued pursuant to Rule 4 of the Massachusetts Rules of Civil Procedure.
2. When more than one defendant is involved, the names of all such defendants should appear in the caption. If a separate summons is used for each defendant, each should be addressed to the particular defendant.

PROOF OF SERVICE OF PROCESS

I hereby certify and return that on August 23  
2005, I served a copy of the within summons, together with a copy of the complaint in this action,  
upon the within-named defendant, in the following manner (See Mass. R. Civ. P. 4 (d) (1-5)):

by personally serving James Feldhan, statutory  
Agent for Semico Research Corp. at 1600 E.  
Northern Ave. Ste 255, Phoenix, AZ 85020

Michael A. Davis  
Michael A. Davis Reg. #5685

Dated: 08-23-05

N.B. TO PROCESS SERVER:

PLEASE PLACE DATE YOU MAKE SERVICE ON DEFENDANT IN THIS BOX  
ON THE ORIGINAL AND ON COPY SERVED ON DEFENDANT.

(  
( August 23, 2005 )  
( )

COMMONWEALTH OF MASSACHUSETTS

MIDDLESEX ss.  
SUPERIOR COURT  
DEPARTMENT  
OF THE  
TRIAL COURT  
CIVIL ACTION  
No.

Pro Tem Partners, Inc., Plff.

v.

Semico Research  
Corporation, Inc., Deft.

SUMMONS  
(Mass. R. Civ. P. 4)